

RECORDATION NO. 8161-B Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO RAILROAD CAR SERVICE LEASE AGREEMENT

THIS AMENDMENT NO. 1 dated as of March 1, 1976 and effective as of that date, by and between GREENLEASE COMPANY, a Division of Greenville Steel Car Company, a Pennsylvania corporation (the "Lessor"), and CONSOLIDATION COAL COMPANY, a Delaware corporation (the "Lessee");

W I T N E S S E T H T H A T :

The Lessee and the Lessor heretofore entered into a Railroad Car Service Lease Agreement dated September 2, 1975 (the "Lease"), whereby the Lessor leased to Lessee 36 100-ton Triple Hopper Cars, Road Nos. GSCX 11064 to 11099, both inclusive. The Lessee and the Lessor now desire to amend the Lease as hereinafter in this Amendment No. 1 set forth.

NOW, THEREFORE, in consideration of the premises, and other good and valuable consideration the receipt of which is hereby acknowledged, it is hereby agreed as follows:

1. The number of Cars referred to in and covered by the Lease shall be reduced from 36 to 29; and the Cars having Road Nos. 11064, 11065, 11066, 11067, 11097, 11098 and 11099 (hereinafter called the "Excluded Cars") shall be excluded from the Lease and excluded from the definition of the term "Cars" as used in the Lease. Paragraph 1 of the Lease is hereby amended so as to delete all references to the Excluded Cars.

2. Except to the extent the Lease is amended by this Amendment, all the terms, covenants and provisions of the Lease shall continue in full force and effect precisely as heretofore.

3. This Amendment may be simultaneously executed in two or more counterparts each of which when so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused these presents to be signed and their respective corporate names and their respective corporate seals to be duly attested as of the day and year first above written.

Attest:

W. P. Hocking
Secretary

GREENLEASE COMPANY, A DIVISION
OF GREENVILLE STEEL CAR COMPANY

By B. F. Sandy
President

Attest:

J. T. Campbell
Assistant Secretary

CONSOLIDATION COAL COMPANY

By C. E. Smith
Senior Vice President

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF ALLEGHENY)

SS:

On this 23rd day of February, 1976, before me, personally appeared A. J. Sarosky, to me personally known, who, being duly sworn, says that he is President of GREENLEASE COMPANY, a Division of Greenville Steel Car Company, a Pennsylvania corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary E. Dugas
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

MARY E. DUGAS, Notary Public.
Pittsburgh, Allegheny County, Pa.
My Commission Expires Dec. 20, 1979

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF ALLEGHENY

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} SS:

On this 25th day of February, 1976, before
me, personally appeared C. E. Witt,
to me personally known, who, being duly sworn, says that he is
Senior Vice President of CONSOLIDATION COAL COMPANY, a
Delaware corporation, that one of the seals affixed to the fore-
going instrument is the corporate seal of said corporation, that
said instrument was signed and sealed on behalf of said corpora-
tion by authority of its Board of Directors and he acknowledged
that the execution of the foregoing instrument was the free act
and deed of said corporation.

Donna A. Skrabut
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

DONNA A. SKRABUT, Notary Public
Pittsburgh, Allegheny County, Pa.
My Commission Expires
July 25, 1977